

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: April 17, 2006, at 4:00 p.m. (prevailing eastern time)

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD FROM FEBRUARY 1, 2006, THROUGH FEBRUARY 28, 2006**

Name of Applicant:	<u>Kirkland & Ellis LLP ("K&E")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered May 3, 2001, effective as of April 2, 2001</u>
Period for which compensation and reimbursement is sought:	<u>February 1, 2006, through February 28, 2006</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$1,669,067.50</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$395,113.02</u>
This is a <u>X</u> monthly ___ interim ___ final application.	

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedeo, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The total time expended for the preparation of this application is approximately **35 hours**, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$10,000.00**.

This is K&E's monthly application for interim compensation of services for the interim fee period February 1, 2006 through February 28, 2006. The following applications have been filed previously in the Chapter 11 Cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 29, 2001	4/2 – 4/30/01	\$626,079.00	\$32,439.84	Interim approval ²	Interim approval
June 29, 2001	5/1 – 5/31/01	\$567,151.00	\$77,487.86	Interim approval	Interim approval
July 31, 2001	6/1 – 6/30/01	\$560,569.50	\$45,466.13	Interim approval	Interim approval
July 31, 2001	April – June, 2001	\$1,753,799.50	\$155,393.83	\$1,753,799.50	\$155,393.83
August 28, 2001	7/1 – 7/31/01	\$476,582.50	\$25,312.13	Interim approval ²	Interim approval
September 28, 2001	8/1 – 8/31/01	\$472,334.50	\$29,022.59	Interim approval	Interim approval
October 30, 2001	9/1 – 9/30/01	\$443,617.50	\$27,147.47	Interim approval	Interim approval
November 7, 2001	July – September, 2001	\$1,392,534.50	\$81,482.19	\$1,392,534.50	\$81,482.19
December 11, 2001	10/1 – 10/31/01	\$493,074.00	\$27,724.54	Interim approval ²	Interim approval
December 29, 2001	11/1 – 11/30/01	\$524,980.00	\$29,678.21	Interim approval	Interim approval
January 31, 2002	12/1 – 12/31/01	\$405,278.50	\$27,276.95	Interim approval	Interim approval
February 7, 2002	October – December, 2001	\$1,423,332.50	\$84,679.70	\$1,419,127.00	\$84,679.70
March 4, 2002	1/1 – 1/31/02	\$439,056.00	\$32,279.54	Interim approval ³	Interim approval
March 27, 2002	2/1 – 2/28/02	\$412,304.00	\$18,475.64	Interim approval	Interim approval
May 2, 2002	3/1 – 3/31/02	\$430,342.50	\$51,759.20	Interim approval	Interim approval
June 10, 2002	January – March, 2002	\$1,281,702.50	\$102,514.38	\$1,281,702.50	\$101,656.38
June 10, 2002	4/1 – 4/30/02	\$410,702.50	\$25,286.05	Interim approval ⁴	Interim approval
July 2, 2002	5/1 – 5/31/02	\$335,280.50	\$25,556.83	Interim approval	Interim approval
August 8, 2002	6/1 – 6/30/02	\$243,127.00	\$16,326.36	Interim approval	Interim approval
September 3, 2002	April – June, 2002	\$989,110.00	\$67,169.24	\$981,666.50	\$67,169.24

² The fees and expenses requested in the April-June, 2001, July-September, 2001 and October-December, 2001, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

³ The fees and expenses requested in the January-March, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2002.

⁴ The fees and expenses requested in the April-June, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 11, 2002	7/1 – 7/31/02	\$335,129.00	\$28,504.48	Interim approval ⁵	Interim approval
October 2, 2002	8/1 – 8/31/02	\$344,619.00	\$86,047.20	Interim approval	Interim approval
October 30, 2002	9/1 – 9/30/02	\$238,876.50	\$20,882.49	Interim approval	Interim approval
November 27, 2002	July – September, 2002	\$918,624.50	\$135,434.17	\$918,624.50	\$134,478.90
December 6, 2002	10/1 – 10/31/02	\$207,778.00	\$7,769.74	Interim approval ⁶	Interim approval
January 13, 2003	11/1 – 11/30/02	\$122,419.00	\$4,732.30	Interim approval	Interim approval
January 30, 2003	12/1 – 12/31/02	\$129,243.50	\$6,093.80	Interim approval	Interim approval
March 4, 2003	October – December, 2002	\$459,440.50	\$18,595.84	\$459,440.50	\$18,467.74
March 4, 2003	1/1 – 1/31/03	\$162,033.00	\$6,383.16	Interim approval ⁷	Interim approval
April 2, 2003	2/1 – 2/28/03	\$215,511.50	\$3,784.70	Interim approval	Interim approval
April 29, 2003	3/1 – 3/31/03	\$146,603.00	\$6,713.84	Interim approval	Interim approval
May 15, 2003	January – March, 2003	\$524,147.50	\$16,881.70	\$524,045.50	\$16,881.70
June 3, 2003	4/1 – 4/30/03	\$135,130.00	\$2,786.42	Interim approval ⁸	Interim approval
July 11, 2003	5/1 – 5/31/03	\$109,408.00	\$6,546.04	Interim approval	Interim approval
July 31, 2003	6/1 – 6/30/03	\$115,099.00	\$1,925.86	Interim approval	Interim approval
August 27, 2003	April – June, 2003	\$359,637.00	\$11,258.32	\$357,346.00	\$11,183.48
September 5, 2003	7/1 – 7/31/03	\$197,495.50	\$9,235.33	Interim approval ⁹	Interim approval
October 1, 2003	8/1 – 8/31/03	\$178,910.50	\$7,009.66	Interim approval	Interim approval
November 6, 2003	9/1 – 9/30/03	\$157,200.00	\$3,817.57	Interim approval	Interim approval
November 18, 2003	July – September, 2003	\$533,606.00	\$20,062.56	\$533,606.00	\$20,062.56
November 26, 2003	10/1 – 10/31/03	\$251,093.50	\$7,115.96	Interim approval ¹⁰	Interim approval
December 29, 2003	11/1 – 11/30/03	\$187,914.00	\$4,969.88	Interim approval	Interim approval
February 2, 2004	12/1 – 12/31/03	\$317,880.00	\$8,631.60	Interim approval	Interim approval
February 25, 2004	October – December, 2003	\$756,887.50	\$20,717.44	\$756,838.00	\$20,717.44
March 5, 2004	1/1 – 1/31/04	\$524,446.00	\$32,428.07	Interim approval ¹¹	Interim approval
April 2, 2004	2/1 – 2/29/04	\$274,589.50	\$10,852.51	Interim approval	Interim approval
May 3, 2004	3/1 – 3/31/04	\$337,945.00	\$13,159.10	Interim approval	Interim approval
May 17, 2004	January – March, 2004	\$1,136,980.50	\$56,439.68	\$1,134,755.00	\$56,439.68
June 1, 2004	4/1 – 4/30/04	\$280,547.50	\$10,895.93	Interim approval ¹²	Interim approval
July 1, 2004	5/1 – 5/31/04	\$213,906.00	\$9,502.49	Interim approval	Interim approval

⁵ The fees and expenses requested in the July-September, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 14, 2003.

⁶ The fees and expenses requested in the October-December, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 28, 2003.

⁷ The fees and expenses requested in the January-March, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 22, 2003.

⁸ The fees and expenses requested in the April-June, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 15, 2003.

⁹ The fees and expenses requested in the July-September, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 26, 2004.

¹⁰ The fees and expenses requested in the October-December, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2004.

¹¹ The fees and expenses requested in the January-March, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 27, 2004.

¹² The fees and expenses requested in the April-June, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on January 25, 2005.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 2, 2004	6/1 – 6/30/04	\$430,246.50	\$15,235.72	Interim approval	Interim approval
October 6, 2004	April – June, 2004	\$924,700.00	\$35,634.14	\$918,960.50	\$35,557.55
September 17, 2004	7/1 – 7/31/04	\$599,563.50	\$27,869.76	Interim approval ¹³	Interim approval
October 7, 2004	8/1 – 8/31/04	\$793,285.00	\$45,729.42	Interim approval	Interim approval
November 3, 2004	9/1 – 9/30/04	\$913,771.00	\$32,811.19	Interim approval	Interim approval
November 17, 2004	July – September, 2004	\$2,306,619.50	\$106,410.37	\$2,298,879.00	\$105,176.56
December 7, 2004	10/1 – 10/31/04	\$842,268.50	\$38,703.13	Interim approval ¹⁴	Interim approval
January 7, 2004	11/1 – 11/30/04	\$581,027.00	\$35,469.12	Interim approval	Interim approval
February 1, 2005	12/1 – 12/31/04	\$863,104.50	\$38,461.17	Interim approval	Interim approval
February 14, 2005	October – December, 2004	\$2,286,400.00	\$112,633.42	\$2,279,008.50	\$110,200.64
March 18, 2005	1/1 – 1/31/05	\$1,214,802.50	\$65,721.17	Interim approval ¹⁵	Interim approval
April 15, 2005	2/1 – 2/28/05	\$717,562.00	\$46,304.21	Interim approval	Interim approval
May 19, 2005	3/1 – 3/31/05	\$916,504.00	\$50,822.73	Interim approval	Interim approval
June 15, 2005	January – March, 2005	\$2,848,868.50	\$162,848.11	\$2,833,566.00	\$162,482.21
June 7, 2005	4/1 – 4/30/05	\$862,337.00	\$32,392.41	Interim approval ¹⁶	Interim approval
June 29, 2005	5/1 – 5/31/05	\$852,424.50	\$52,685.55	Interim approval	Interim approval
August 5, 2005	6/1 – 6/30/05	\$1,181,036.00	\$58,504.79	Interim approval	Interim approval
August 8, 2005	April – June, 2005	\$2,895,797.50	\$143,582.75	\$2,894,660.00	\$143,530.87
September 9, 2005	7/1 – 7/31/05	\$1,740,148.50	\$155,036.60	Interim approval ¹⁷	Interim approval
September 28, 2005	8/1 – 8/31/05	\$1,451,595.50	\$95,151.93	Interim approval	Interim approval
October 28, 2005	9/1 – 9/30/05	\$1,471,412.50	\$128,814.69	Interim approval	Interim approval
October 28, 2005	July – September, 2005	\$4,663,156.50	\$379,003.22	\$4,655,239.50	\$378,588.48
November 28, 2005	10/1/05 – 10/31/05	\$1,602,349.50	\$111,318.89	\$1,281,879.60	\$111,318.89
December 28, 2005	11/1/05 – 11/30/05	\$1,743,406.00	\$182,798.39	\$1,394,724.80	\$182,798.39
January 25, 2006	12/1/05 – 12/31/05	\$1,638,659.50	\$161,888.24	\$1,310,927.60	\$161,888.24
February 14, 2006	October – December, 2005	\$4,984,415.00	\$456,005.52	Pending	Pending
February 28, 2006	1/1/06 – 1/31/06	\$1,667,688.00	\$176,100.89	\$1,334,150.40	\$176,100.89

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Janet S. Baer	Partner 1982	Restructuring	\$745.00	161.60	\$120,392.00
Amanda C. Basta	Associate 2002	Litigation	\$365.00	128.40	\$46,866.00
Derek S. Bentsen	Associate 2004	Litigation	\$275.00	38.80	\$10,670.00

¹³ The fees and expenses requested in the July-September, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 22, 2005.

¹⁴ The fees and expenses requested in the October-December, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 29, 2005.

¹⁵ The fees and expenses requested in the January-March, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 26, 2005.

¹⁶ The fees and expenses requested in the April-June, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 19, 2005.

¹⁷ The fees and expenses requested in the July-September, 2005 interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 24, 2006.

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
David M. Bernick, P.C.	Partner	1978	Litigation	\$845.00	65.30	\$55,178.50
Salvatore F. Bianca	Associate	2003 (grad 2001)	Restructuring	\$480.00	109.50	\$52,560.00
Samuel Blatnick	Associate	2002	Litigation	\$315.00	66.90	\$21,073.50
Deanna D. Boll	Partner	1998	Restructuring	\$545.00	40.60	\$22,127.00
Michelle H. Browdy	Partner	1990	Litigation	\$625.00	135.50	\$84,687.50
Holly Bull	Of Counsel	1997	Restructuring	\$280.00	153.70	\$43,036.00
Christopher C. Chiou	Associate	2004	Litigation	\$275.00	145.60	\$40,040.00
Kenneth S. Clark	Associate	Pending	Litigation	\$240.00	19.10	\$4,584.00
Barak Cohen	Associate	2003	Litigation	\$365.00	18.80	\$6,862.00
Michael Dierkes	Associate	2001	Litigation	\$400.00	35.30	\$14,120.00
Theodore L. Freedman	Partner	1973	Restructuring	\$775.00	50.70	\$39,292.50
Amanda E. Gregory	Associate	2004	Litigation	\$315.00	38.80	\$12,222.00
Mark E. Grummer	Partner	1976	Environment	\$645.00	92.50	\$59,662.50
Barbara M. Harding	Partner	1988	Litigation	\$515.00	208.10	\$107,171.50
William B. Jacobson	Partner	1994	Litigation	\$495.00	196.00	\$97,020.00
Andrea L. Johnson	Associate	2004	Restructuring	\$350.00	10.10	\$3,535.00
Antony B. Klapper	Partner	1996	Litigation	\$545.00	94.30	\$51,393.50
Rebecca A. Koch	Associate	Pending	Litigation	\$240.00	78.60	\$18,864.00
Christopher Landau	Partner	1990	Litigation	\$745.00	33.70	\$25,106.50
Elli Leibenstein	Partner	1992	Litigation	\$565.00	63.20	\$35,708.00
Tyler D. Mace	Associate	2003	Litigation	\$315.00	188.50	\$59,377.50
Dawn D. Marchant	Partner	1990	Litigation	\$515.00	86.60	\$44,599.00
Todd F. Maynes, P.C.	Partner	1988	Taxation	\$795.00	11.60	\$9,222.00
Scott A. McMillin	Partner	1996	Litigation	\$515.00	109.00	\$56,135.00
David E. Mendelson	Partner	1997	Litigation	\$455.00	96.10	\$43,725.50
Erin E. Morrow	Associate	Pending	Litigation	\$240.00	38.60	\$9,264.00
Michael D. Shumsky	Associate	2004	Litigation	\$315.00	23.20	\$7,308.00
Renee D. Smith	Partner	2002	Litigation	\$515.00	43.60	\$22,454.00
Brian T. Stansbury	Associate	2002	Litigation	\$365.00	134.20	\$48,983.00
Laurence A. Urgenson	Partner	1975	Litigation	\$745.00	110.10	\$82,024.50
Evan C. Zoldan	Associate	2002	Litigation	\$315.00	188.40	\$59,346.00
Total for Attorneys					3,015.00	\$1,414,610.50

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Number of Years as a Paraprofessional		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Deborah L. Bibbs	Legal Assistant	1 Month	Litigation	140.00	13.50	\$1,890.00
Kathleen E. Cawley	Legal Assistant	14 Years	Litigation	235.00	45.60	\$10,716.00
Michael A. Coyne	Case Assistant	7 Months	Litigation	135.00	117.40	\$15,849.00
Jessica Craig	Project Assistant	10 Months	Litigation	145.00	10.50	\$1,522.50
Lauren DeVault	Project Assistant	9 Months	Restructuring	140.00	106.60	\$14,924.00
Timothy J. Fitzsimmons	Legal Assistant	11 Months	Litigation	180.00	146.50	\$26,370.00
German A. Hall	Technology Services	11 Years	Litigation	195.00	11.00	\$2,145.00
Donna J. Hatcher	Technology Services	18 Years	Litigation	195.00	26.20	\$5,109.00

Name of Professional Person	Position with the Applicant and Number of Years as a Paraprofessional		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
David L. Kern	Legal Assistant	1 Year	Litigation	165.00	11.50	\$1,897.50
Keith R. Leluga	Project Assistant	1 Year	Litigation	145.00	56.00	\$8,120.00
Maureen McCarthy	Legal Assistant	3 Years	Restructuring	185.00	12.30	\$2,275.50
Suzanne J. McPhail	Legal Assistant	4 Years	Litigation	190.00	49.50	\$9,405.00
Laura E. Mellis	Legal Assistant	2 Years	International Trade	175.00	139.10	\$24,342.50
Maria Negron	Case Assistant	6 Years	Litigation	115.00	11.00	\$1,265.00
Jon C. Nuckles	Contract Attorney	1986	Restructuring	295.00	11.60	\$3,422.00
Katherine K. Phillips	Legal Assistant	1 Year	Restructuring	185.00	21.00	\$3,885.00
Joshua C. Pierce	Case Assistant	9 Months	Litigation	135.00	79.60	\$10,746.00
Stephanie A. Rein	Case Assistant	6 Months	Litigation	135.00	168.60	\$22,761.00
Michael A. Rosenberg	Legal Assistant	6 Months	Litigation	165.00	28.30	\$4,669.50
Whitney B. Shingleton	Legal Assistant	11 Months	Litigation	165.00	13.50	\$2,227.50
Katrina M. Simek	Project Assistant	1 Year	Litigation	145.00	12.70	\$1,841.50
Erin Skowron	Legal Assistant	9 Months	Litigation	165.00	99.60	\$16,434.00
Terrell D. Stansbury	Legal Assistant	3 Years	Litigation	180.00	117.50	\$21,150.00
Margaret S. Utgoff	Legal Assistant	1 Year	Litigation	165.00	162.70	\$26,845.50
Gary M. Vogt	Legal Assistant	19 Years	Restructuring	240.00	13.40	\$3,216.00
R Joseph Whittingham	Legal Assistant	4 Years	Litigation	180.00	19.00	\$3,420.00
Velma J. Worrells	Case Assistant	9 Years	Litigation	130.00	61.60	\$8,008.00
Total for Paraprofessionals					1,565.80	\$254,457.00

Grand Total for Fees: **\$1,669,067.50**Blended Rate: **\$364.36**

Compensation by Matter

Matter Number	Matter Description	Total Hours	Total Fees Requested
17	Relief from Stay	2.90	\$2,160.50
19	Claims Analysis Objection and Resolution (Non-Asbestos)	74.80	\$28,869.00
20	Case Administration	223.90	\$53,915.00
21	Claims Analysis Objection and Resolution (Asbestos)	2,312.10	\$736,107.00
23	Business Operations	29.00	\$17,731.00
28	Litigation and Litigation Consulting	119.00	\$61,924.50
30	Hearings	29.60	\$21,222.50
32	Fee Applications, Applicant	94.10	\$32,076.50
37	Plan and Disclosure Statement	150.10	\$100,072.50
38	Employment Applications, Others	4.50	\$2,398.50
41	Tax Issues	7.80	\$6,201.00
42	Travel non-working	23.50	\$11,577.50
46	Tax Litigation	3.80	\$3,021.00
57	Montana Grand Jury Investigation	1,446.00	\$563,310.50
58	Criminal Travel Matter, No Third Parties	59.70	\$28,480.50
	Total	4,580.80	\$1,669,067.50

Expense Summary

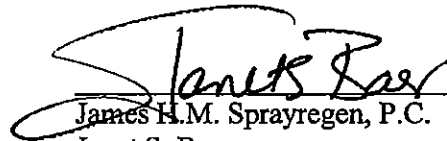
Service Description	Amount
Telephone	\$4,070.94
Fax Charge	\$92.90
Standard Copies or Prints	\$19,740.90
Binding	\$89.95
Tabs/Indexes/Dividers	\$226.10
Color Copies or Prints	\$1,629.00
Scanned Images	\$922.95
CD-ROM Duplicates	\$321.00
CD-ROM Master	\$30.00
Postage	\$16.24
Overnight Delivery	\$2,331.25
Outside Messenger Services	\$1,196.61
Local Transportation	\$505.18
Travel Expense	\$4,071.48
Airfare	\$16,177.82
Transportation to/from airport	\$2,401.91
Travel Meals	\$914.98
Car Rental	\$475.19
Other Travel Expenses	\$389.43
Court Reporter Fee/Deposition	\$2,795.80
Filing Fees	\$350.00
Expert Fees	\$32,697.64
Expert/Consultant Fees	\$265,944.55
Outside Computer Services	\$1,393.14
Outside Video Services	\$396.56
Outside Copy/Binding Services	\$10,659.10
Working Meals/K&E Only	\$37.23
Working Meals/K&E and Others	\$1,616.91
Information Broker Doc/Svcs	\$8,743.32
Library Document Procurement	\$1,002.00
Computer Database Research	\$7,649.78
Overtime Transportation	\$1,261.41
Overtime Meals	\$479.00
Overtime Meals - Attorney	\$417.05
Secretarial Overtime	\$2,168.59
Overtime Meals - Legal Assistant	\$93.36
Miscellaneous Office Expenses	\$1,803.75
Total	\$395,113.02

WHEREFORE, K&E respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of **\$1,669,067.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$1,335,254.00**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$395,113.02**); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Wilmington, Delaware
Dated: March 28, 2006

Respectfully submitted,

KIRKLAND & ELLIS LLP

A handwritten signature in black ink, appearing to read "Janet S. Baer", is written over a horizontal line. Below the signature, the text "James H.M. Sprayregen, P.C." is printed.

Janet S. Baer
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